

**EXHIBIT A –*PRO FORMA* ASSIGNMENT
TO DEBTOR-IN-POSSESSION**

Pursuant to Section 1.948(c) of the Commission's Rules, 47 C.F.R. § 1.948(c), Global Crossing Ltd. (Debtor-in-Possession) ("GCL") files this application for the *pro forma* assignment of its private land mobile license. On January 28, 2002, GCL and several of its subsidiaries filed petitions under Chapter 11 of the United States Bankruptcy Code to reorganize their business and financial structure, resulting in this *pro forma* assignment. *In re Global Crossing Ltd., et al*, Chap. 11 Case Nos. 02-40187 - 02-40241 (Bankr. S.D.N.Y.). GCL advised the Commission of the Chapter 11 filings in a January 28, 2002 letter to Chairman Powell. Pursuant to Section 1.948(c) of the Commission's Rules, 47 C.F.R. § 1.948(c), this application is timely filed.

In light of GCL's Chapter 11 status, GCL intends to seek a waiver of the Commission's rules requiring filing fees to be submitted with this application, 47 C.F.R. §§ 1.1102 and 1.1117(e). Once GCL submits its request fee waiver request to the Office of Managing Director, it will attach a copy of its request to this application for the Commission's reference.

As Debtors-in-Possession, GCL and its subsidiaries will retain possession of their property and businesses during the reorganization process. There has been no change in the directors, officers, management, or shareholders of GCL or its subsidiaries as a result of the Chapter 11 petitions, and GCL intends to continue its operations during the reorganization. Therefore, GCL believes treatment of this event as *pro forma* is appropriate and consistent with prior Commission precedent.¹

¹ See, e.g., Application of Winstar LMDS, LLC, FCC File No. 0000463132; Application of Teligent License Company I, LLC, FCC File No. 0000476723.

EXHIBIT B - FOREIGN OWNERSHIP

Global Crossing Ltd. (Debtor-in-Possession) ("GCL") is a corporation organized under the laws of Bermuda. GCL holds a single private land mobile license and foreign ownership of that license is permitted under Section 310(b) of the Communications Act of 1934, as amended.¹

¹ GCL previously received authority from the Commission to indirectly hold common carrier radio licenses. *Global Crossing Ltd. and Frontier Corporation; Application for Transfer of Control Pursuant to Section 214 and 310(d) of the Communications Act, as Amended, Memorandum Opinion and Order*, 14 FCC Rcd 15911 (1999). GCL's indirect wholly owned subsidiary, Global Crossing North American Networks, Inc., a Delaware corporation, is concurrently filing an FCC Form 603 for the *pro forma* assignment of its common carrier and private radio licenses.

ATTACHMENT B – FCC FORM 603 FOR
GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Previewed 02/27/2002 at 05:16PM File Number: 0000788919
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Court Order If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 161194420	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003403672
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): Global Crossing North American Networks, Inc.		
13) Attention To: Michael J. Shortley III		
14) P.O. Box:	And / Or	15) Street Address: 180 S. Clinton St.
16) City: Rochester	17) State: NY	18) Zip: 14646
19) Telephone Number: (716)777-1028	20) FAX: (716)546-7823	
21) E-Mail Address: michael.shortley@globalcrossing.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:	23b) SGIN:	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual):		
26) P.O. Box:	And / Or	27) Street Address:
28) City:	29) State:	30) Zip:
31) Telephone Number:	32) FAX:	
33) E-Mail Address:		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip:	
41) Telephone Number:	42) FAX:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: 161194420	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0003403672
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): Global Crossing North American Networks, Inc. (Debtor-in-Possession)		
48) Name of Real Party in Interest: Global Crossing Ltd		49) TIN: 980189783
50) Attention To: Michael J. Shortley III		
51) P.O. Box:	And / Or	52) Street Address: 180 S. Clinton St.
53) City: Rochester	54) State: NY	55) Zip: 14646
56) Telephone Number: (716)777-1028	57) FAX: (716)546-7823	
58) E-Mail Address: michael.shortley@globalcrossing.com		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Michael	MI: J	Last Name: Shortley	Suffix: III
60) Company Name: Global Crossing North American Networks, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 180 S. Clinton St.	
63) City: Rochester	64) State: NY	65) Zip: 14646	
66) Telephone Number: (716)777-1028	67) FAX: (716)546-7823		
68) E-Mail Address: michael.shortley@globalcrossing.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Michael	MI: J	Last Name: Shortley	Suffix: III
80) Title: Senior Associate General Counsel			
Signature: Michael J Shortley III		81) Date: 02/27/02	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 11.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Michael	MI: J	Last Name: Shortley	Suffix: III
83) Title: Senior Associate General Counsel			
Signature: Michael J Shortley III		84) Date: 02/27/02	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WKL999	AL					Yes
WHO323	AL					Yes
WHO324	AL					Yes
WHO325	AL					Yes
WHO326	AL					Yes
WHQ999	AL					Yes
WLC614	AL					Yes
WHO333	AL					Yes
WHO334	AL					Yes
WHO335	AL					Yes
WHO336	AL					Yes
WLT711	AL					Yes
WPMP463	AL					Yes
WLA738	AL					Yes
WHO330	AL					Yes
WHO331	AL					Yes
WHO332	AL					Yes
WHO346	AL					Yes
WHO347	AL					Yes
WHO327	AL					Yes
WHO328	AL					Yes
WHO329	AL					Yes
WHO345	AL					Yes
WHO343	AL					Yes
WHO344	AL					Yes
WHO337	AL					Yes
WHO338	AL					Yes
WHO340	AL					Yes
WHO341	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	02/27/02	Exhibit B - Pro Forma Assignment Foreign Ownership	0177309009276540967715489.pdf
Other	02/27/02	Exhibit A - Pro Forma Assignment to Debtor-in-Possession	0177308999276540967715489.pdf

**EXHIBIT A -*PRO FORMA* ASSIGNMENT
TO DEBTOR-IN-POSSESSION**

Pursuant to Section 1.948(c) of the Commission's Rules, 47 C.F.R. § 1.948(c), Global Crossing North American Networks, Inc. (Debtor-in-Possession) ("GCNAN") files this application for the involuntary *pro forma* assignment of its common carrier microwave and private land mobile licenses. This *pro forma* assignment results from the filing on January 28, 2002, by Global Crossing Ltd. ("Global Crossing") and certain of its subsidiaries, including Global Crossing North American Networks, Inc., of petitions under Chapter 11 of the United States Bankruptcy Code to reorganize their business and financial structure. *In re Global Crossing Ltd., et al*, Chap. 11 Case Nos. 02-40187 - 02-40241 (Bankr. S.D.N.Y.). Global Crossing advised the Commission of the Chapter 11 filings in a January 28, 2002 letter to Chairman Powell. Pursuant to Section 1.948(c) of the Commission's Rules, 47 C.F.R. § 1.948(c), this application is timely filed.

In light of GCNAN's Chapter 11 status, GCNAN intends to seek a waiver of the Commission's rules requiring filing fees to be submitted with this application, 47 C.F.R. §§ 1.1102 and 1.1117(e). Once GCNAN submits its request fee waiver request to the Office of Managing Director, it will attach a copy of its request to this application for the Commission's reference.

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¹ See, e.g., Application of Winstar LMDS, LLC, FCC File No. 0000463132; Application of Teligent License Company I, LLC, FCC File No. 0000476723.

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Global Crossing North American Networks, Inc. (Debtor-in-Possession) ("GCNAN"), a Delaware corporation, is a wholly owned indirect subsidiary of Global Crossing Ltd. (Debtor-in-Possession), a corporation organized under the laws of Bermuda. Global Crossing Ltd. has previously received authority from the Commission to indirectly hold common carrier radio licenses. *Global Crossing Ltd. and Frontier Corporation; Application for Transfer of Control Pursuant to Section 214 and 310(d) of the Communications Act, as Amended, Memorandum Opinion and Order*, 14 FCC Rcd 15911 (1999). Foreign ownership of GCNAN's private land mobile license is permitted under Section 310(b) of the Communications Act of 1934, as amended.

ATTACHMENT C – EVIDENCE OF GLOBAL CROSSING LTD.
CHAPTER 11 FILING

Debtor.

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: Chapter 11 Case No.
:02-40187 through 02-4041
: 02-____()

In re

GLOBAL CROSSING LTD.,

Debtor.

Chapter 11 Case No. 02-____ ()

In re

ATLANTIC CROSSING HOLDINGS LTD.,

Debtor.

Chapter 11 Case No. 02-____ ()

In re

ATLANTIC CROSSING LTD.,

Debtor.

Chapter 11 Case No. 02-_____ ()

In re

ATLANTIC CROSSING II LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING HOLDINGS LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING
INTERNATIONAL LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING NETWORK
CENTER LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

MID-ATLANTIC CROSSING
HOLDINGS LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

MID-ATLANTIC CROSSING LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

PAN AMERICAN CROSSING
HOLDINGS LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

PAN AMERICAN CROSSING LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

SOUTH AMERICAN CROSSING
HOLDINGS LTD.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

ALC COMMUNICATIONS
CORPORATION,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

ATLANTIC CROSSING HOLDINGS
U.K. LIMITED,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

BUDGET CALL LONG DISTANCE, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

BUSINESS TELEMAGEMENT, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

EQUAL ACCESS NETWORKS, LLC,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC DEV. CO., INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC MART LLC,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC PACIFIC LANDING CORP.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC PAN EUROPEAN CROSSING
HOLDINGS B.V.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC PAN EUROPEAN CROSSING
LUXEMBOURG I S.A.R.L.,

Debtors.

Chapter 11 Case No.

02- ____ ()

In re

GC PAN EUROPEAN CROSSING
LUXEMBOURG II S.A.R.L.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GC ST. CROIX CO.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING ADVANCED
CARD SERVICES, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING BANDWIDTH, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING BILLING, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING CYPRUS
HOLDINGS LIMITED,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING DEVELOPMENT CO.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING EMPLOYEE
SERVICES, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING GLOBALCENTER
HOLDINGS, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING GOVERNMENT
MARKETS USA, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING HOLDINGS
U.K. LIMITED,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re
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GLOBAL CROSSING HOLDINGS
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USA LLC,
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Debtor.
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Chapter 11 Case No.

02- ____ ()

In re
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GLOBAL CROSSING INTERNET
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DIAL-UP, INC.,
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Debtor.
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Chapter 11 Case No.

02- ____ ()

In re
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GLOBAL CROSSING LATIN
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AMERICA & CARIBBEAN CO.,
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Debtor.
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Chapter 11 Case No.

02- ____ ()

In re
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GLOBAL CROSSING LOCAL
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SERVICES, INC.,
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Debtor.
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Chapter 11 Case No.

02- ____ ()

In re
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GLOBAL CROSSING MANAGEMENT
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SERVICES, INC.,
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Debtor.
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Chapter 11 Case No.

02- ____ ()

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In re :

GLOBAL CROSSING NORTH
AMERICAN HOLDINGS, INC., :

Debtor. :

Chapter 11 Case No.

02- ____ ()

_____X
In re :

GLOBAL CROSSING NORTH
AMERICAN NETWORKS, INC., :

Debtor. :

Chapter 11 Case No.

02- ____ ()

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In re :

GLOBAL CROSSING
TELECOMMUNICATIONS, INC., :

Debtor. :

Chapter 11 Case No.

02- ____ ()

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In re :

GLOBAL CROSSING
TELEMANAGEMENT VA, LLC, :

Debtor. :

Chapter 11 Case No.

02- ____ ()

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In re :

GLOBAL CROSSING
TELEMANAGEMENT, INC., :

Debtor. :

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING USA INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GLOBAL CROSSING VENTURES, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GT LANDING CORP.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

GT LANDING II CORP.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re

IXNET, INC.,

Debtor.

Chapter 11 Case No.

02- ____ ()

In re
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Chapter 11 Case No.
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MAC LANDING CORP.,
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Debtor.
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In re
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Chapter 11 Case No.
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METACLORIN INVESTCO II, INC.,
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Debtor.
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In re
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Chapter 11 Case No.
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PAC LANDING CORP.,
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Debtor.
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In re
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Chapter 11 Case No.
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PAN AMERICAN CROSSING U.K. LTD.,
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Debtor.
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In re
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Chapter 11 Case No.
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SUBSIDIARY TELCO, LLC,
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Debtor.
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In re	:	
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US CROSSING, INC.,	:	02- ____ ()
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Debtor.	:	
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**ORDER DIRECTING JOINT ADMINISTRATION
OF CHAPTER 11 CASES PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the Motion dated January 28, 2002 (the "Motion") of Global Crossing Ltd. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), directing the joint administration of the Debtors' chapter 11 cases, all as more fully set forth in the Motion; and upon consideration of the Affidavit of Dan Cohrs Pursuant to Local Bankruptcy Rule for the Southern District of New York 1007-2 (the "Local Rules") in Support of First-Day Motions and Applications sworn to on the 27th day of January, 2002; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and due and proper notice of the Motion having been provided to the Office of the United States Trustee for the Southern District of New York, the attorneys for the Debtors' prepetition lenders, the

Joint Provisional Liquidators (the "JPLs") appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein and their attorneys and the attorneys for certain of the Debtors' bondholders, and no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court;

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases should read as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

<hr/>		X
In re	:	
	:	Chapter 11 Case Nos.
	:	
GLOBAL CROSSING LTD., <u>et al.</u> ,	:	02-40187 (REG) through
	:	02- 40241 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
<hr/>		X

; and it is further

ORDERED that a docket entry shall be made in each of the above-captioned cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Global Crossing North America, Inc.; Global Crossing Ltd.; Atlantic Crossing Holdings Ltd.; Atlantic Crossing Ltd.; Atlantic Crossing II Ltd.; Global Crossing Holdings Ltd.; Global Crossing International Ltd.; Global Crossing Network Center Ltd.; Mid-Atlantic Crossing Holdings Ltd.; Mid-Atlantic Crossing Ltd.; Pan American Crossing Holdings Ltd.; Pan American Crossing Ltd.; South American Crossing Holdings Ltd.; ALC Communications Corporation; Atlantic Crossing Holdings U.K. Limited; Budget Call Long Distance, Inc.; Business Telemanagement, Inc.; Equal Access Networks, LLC; GC Dev. Co., Inc.; GC Mart LLC; GC Pacific Landing Corp; GC Pan European Crossing Holdings B.V.; GC Pan European Crossing Luxembourg I S.a.r.l.; GC Pan European Crossing Luxembourg II S.a.r.l.; GC St. Croix Co.; Global Crossing Advanced Card Services, Inc.; Global Crossing Bandwidth, Inc.; Global Crossing Billing, Inc.; Global Crossing Cyprus Holdings Limited; Global Crossing Development Co.; Global Crossing Employee Services, Inc.; Global Crossing GlobalCenter Holdings, Inc.; Global Crossing Government Markets USA, Inc.; Global Crossing Holdings U.K. Limited; Global Crossing Holdings USA LLC; Global Crossing Internet Dial-Up, Inc.; Global Crossing Latin America & Caribbean Co.; Global Crossing Local Services, Inc.; Global Crossing Management Services, Inc.; Global Crossing North American Holdings, Inc.; Global Crossing North American Networks, Inc.; Global Crossing Telecommunications, Inc.; Global Crossing Telemanagement VA, LLC; Global Crossing Telemanagement, Inc.; Global Crossing USA Inc.; Global Crossing Ventures, Inc.; GT Landing Corp.; GT Landing II Corp.; IXNet, Inc.; MAC Landing Corp.; Metacolorin Investco II, Inc.; PAC Landing Corp.; Pan American Crossing U.K. Ltd.; Subsidiary Telco, LLC; US Crossing, Inc.

The docket in Case No. 02-40188 (REG) should be consulted for all matters affecting this case.

; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: January 28, 2002
New York, New York

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE